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Electronically Filed - March 1, 2007

Attorneys for Lenders Protection Group

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

—ooOoo—

In re:
USA COMMERCIAL MORTGAGE
COMPANY,

Debtor.

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

In re:
USA CAPITAL REALTY ADVISORS,
LLC,

Debtor.

JOINTLY ADMINISTERED
Chapter 11
Hearing Date: March 1, 2007
Hearing Time: 9:30 a.m.

In re:
USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

Debtor.

**DECLARATION OF HARRIET
BENDER IN SUPPORT OF
MOTION FOR LIMITED STAY
PENDING APPEAL**

In re:
USA FIRST TRUST DEED FUND, LLC,

Debtor.

In re: USA SECURITIES, LLC,

Debtor.

Affects: All Debtors

I, Harriet Bender Trustee being first duly sworn, do depose and say under the penalty of perjury:

1. I am a creditor in the USA Commercial Mortgage Company ("USACM") bankruptcy case (BK-S-06-10725-LBR) with claims classified as A-4 (General Unsecured Claims) and A-5 (Direct Lender Compromise Claims) classified in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed herein on November 15, 2006.

2. I have knowledge of and am competent to testify to the matters stated herein.

3. Attached hereto as Exhibit A are true and correct copies of the loan summary statement which I received from the Debtor.

4. As detailed in Exhibit A, the Debtors have taken and are holding my property, namely portions of post-petition payments made by third-party borrowers to me as a lender, which payments are processed by Debtor USACM, as a loan servicer.

I hereby swear under penalty of perjury that the assertions of this Declaration are true.

DATED: February 28, 2007

Harriet Bender Trustee of the Bender Family Trust
dated 7/30/92 Survivor's Trust

Legal Vesting Name

By: Harriet Bender Trustee
Name

declaration

USA Commercial Mortgage Company Investor History Report

Vesting: Harriet Bender Trustee of the Bender Family Trust dtd 7/30/92 Survivors Trust

Loan: Marlton Square

Client ID: 6361

Account ID: 6737

Loan Interest Rate: 13.00%

Original Service Fee: 0.50%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B - C	E	F	G	H	I = F - G - H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due from Borrower, Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	-PRIOR MONTH ENDING BALANCES-	\$50,000.00					\$10,394.00	\$717.32	\$4,332.18	\$5,344.50	\$4,409.69	(\$77.51)
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$50,000.00					\$624.17	\$41.67		\$5,927.01		(\$77.51)
TOTALS:		\$50,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$11,018.17	\$758.98	\$4,332.18	\$5,927.01	\$4,409.69	(\$77.51)

* This rate may be adjusted according to your loan servicing agreement.

This statement is provided for informational purposes only and is intended for the sole benefit of the named vested party.
This statement is not intended to represent a loan payoff quote. USA reserves the right to update and supplement this statement.

THIS STATEMENT REFLECTS ACTIVITY FROM 1/1/2007 TO 1/31/2007

USA Commercial Mortgage Company

Investor History Report

Vesting: Harriet Bender Trustee of the Bender Family Trust dtd 7/30/92 Survivors Trust

Loan: Del Valle - Livingston

Client ID: 6351

Account ID: 6737

Loan Interest Rate: 12.50%

Original Service Fee: 0.50%

Current Service Fee: 1.00%

Original Service Fee: 0.50%		A		B	C	D = B - C		E	F	G	H	I = F - G - H	J	K = H - J
Current Service Fee: 1.00%		A		B	C	D = B - C		E	F	G	H	I = F - G - H	J	K = H - J
Date	Transaction	Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due from Borrower, Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor		
01/01/2007	PRIOR MONTH ENDING BALANCES-	\$100,000.00					\$17,107.89	\$1,086.02	\$10,949.54	\$5,072.32	\$10,145.01	\$804.53		
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$100,000.00					\$1,135.51	\$83.33		\$6,124.50		\$804.53		
TOTALS:		\$100,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$18,243.40	\$1,169.35	\$10,949.54	\$6,124.50	\$10,145.01	\$804.53		

¹ This rate may be adjusted according to your loan servicing agreement.

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CONFIDENTIAL USA Commercial Mortgage Company Investor History Report

Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust, dated 7/30/92

Loan: 6425 Gess, LTD

Client ID: 6361

Account ID: 6375

Loan Interest Rate: 12.00%

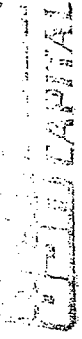
Original Service Fee: 0.00%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B + C	E	F	G	H	I = F + G + H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due from Borrower, Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	PRIOR MONTH ENDING BALANCES-	\$50,000.00										
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$50,000.00					\$10,908.78	\$677.42	\$2,125.49	\$8,105.87	\$5,283.36	(\$3,157.87)
							\$607.34	\$41.67		\$8,671.54		(\$3,157.87)
	TOTALS:	\$50,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$11,516.12	\$719.09	\$2,125.49	\$8,671.54	\$5,283.36	(\$3,157.87)

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USA Commercial Mortgage Company
Investor History Report

Vesting: Harriet Bender Trustee of the Bender Family Trust dtd 7/30/92 Survivors Trust

Loan: Del Valle - Livingston

Client ID: 6361

Account ID: 6737

Loan Interest Rate: 12.50%

Original Service Fee: 0.50%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B - C	E	F	G	H	I = F - G - H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	PRIOR MONTH ENDING BALANCES-	\$100,000.00					\$17,107.89	\$1,086.02	\$10,949.54	\$5,072.32	\$10,145.01	\$804.53
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$100,000.00					\$1,135.51	\$83.33		\$6,124.50		\$804.53
TOTALS:		\$100,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$18,243.40	\$1,169.35	\$10,949.54	\$6,124.50	\$10,145.01	\$804.53

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CONFIDENTIAL USA Commercial Mortgage Company Investor History Report

Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust, dated 7/30/92

Loan: 6425 Gess, LTD

Client ID: 6361

Account ID: 6375

Loan Interest Rate: 12.00%

Original Service Fee: 0.00%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B - C	E	F	G	H	I = F - G - H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due from Borrower, Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	-PRIOR MONTH ENDING BALANCES-	\$50,000.00					\$10,908.78	\$677.42	\$2,125.49	\$8,105.87	\$5,283.36	(\$3,157.87)
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$50,000.00					\$607.34	\$41.67		\$8,671.54		(\$3,157.87)
TOTALS:		\$50,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$11,516.12	\$719.09	\$2,125.49	\$8,671.54	\$5,283.36	(\$3,157.87)

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THIS STATEMENT REFLECTS ACTIVITY FROM 1/1/2007 TO 1/31/2007

USA Commercial Mortgage Company

Investor History Report

Vesting: Harriet Bender Trustee of the Bender Family Trust did 7/30/92 Survivors Trust

Loan: Marlton Square

Client ID: 6361

Account ID: 6737

Loan Interest Rate: 13.00%

Original Service Fee: 0.50%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B - C	E	F	G	H	I = F - G - H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	-PRIOR MONTH ENDING BALANCES-	\$50,000.00					\$10,394.00	\$717.32	\$4,332.18	\$5,344.50	\$4,409.69	(\$77.51)
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$50,000.00					\$624.17	\$41.67		\$5,927.01		(\$77.51)
TOTALS:		\$50,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$11,018.17	\$758.98	\$4,332.18	\$5,927.01	\$4,409.69	(\$77.51)

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USA Commercial Mortgage Company
Investor History Report

Vesting: Harriet Bender Trustee of The Bender Family Trust, dated 7/30/92

Loan: Meadow Creek Partners, LLC

Client ID: 6351

Account ID: 6375

Loan Interest Rate: 13.00%

Original Service Fee: 1.00%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B - C	E	F	G	H	I = F - G - H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due from Borrower Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	PRIOR MONTH ENDING BALANCES-	\$0.00	\$100,000.00	\$100,000.00			\$7,977.92	\$566.11	\$7,391.81	\$0.00	\$5,448.65	\$1,943.16
01/25/2007	Interest Paid to Investor	\$0.00									\$368.56	\$1,634.61
TOTALS:		\$0.00	\$100,000.00	\$100,000.00	\$0.00	\$0.00	\$7,977.92	\$566.11	\$7,391.81	\$0.00	\$5,757.20	\$1,634.61

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USA Commercial Mortgage Company
Investor History Report

Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust, dated 7/30/92

Loan: Foxhill 216, LLC

Client ID: 6361

Account ID: 6375

Loan Interest Rate: 13.50%

Original Service Fee: 1.00%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B - C	E	F	G	H	I = F - G - H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due from Borrower, Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	-PRIOR MONTH ENDING BALANCES-	\$100,000.00					\$13,213.62	\$932.80	\$2,497.25	\$9,783.58	\$2,458.90	\$38.36
01/25/2007	Interest Paid to Investor	\$100,000.00								\$9,783.58	\$6.09	\$32.27
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$100,000.00					\$1,284.73	\$83.33		\$10,984.97		\$32.27
TOTALS:		\$100,000.00	\$0.00	\$0.00	\$0.00	\$0.00	\$14,498.35	\$1,016.13	\$2,497.25	\$10,984.97	\$2,464.99	\$32.27

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USA Commercial Mortgage Company

Investor History Report

Vesting: Harriet Bender Trustee of The Bender Family Trust, By-Pass Trust, dated 7/30/92

Loan: The Gardens, LLC Timeshare

Client ID: 6351

Account ID: 6375

Loan Interest Rate: 12.50%

Original Service Fee: 0.00%

Current Service Fee: 1.00%

Date	Transaction	A	B	C	D = B - C	E	F	G	H	I = F - G - H	J	K = H - J
		Investment	Principal Paid by Borrower	Principal Paid to Investor	Principal Owed to Investor	Unsecured / Diverted Principal	Interest Earned	Loan Service Fee Retained by USACM	Interest Paid by Borrower Net of Service Fee	Cumulative Amount Due from Borrower, Net of Service Fee	Interest Paid to Investor	Cumulative Amount Held for / (Due from) Investor
01/01/2007	-PRIOR MONTH ENDING BALANCES-	\$61,684.82	\$38,315.18	\$37,818.79	\$496.40		\$16,569.77	\$917.05	\$15,037.46	\$615.27	\$13,681.72	\$1,355.74
01/25/2007	Interest Paid to Investor	\$61,684.82			\$496.40					\$615.27	\$215.28	\$1,140.46
01/25/2007	Principal Paid To Investor	\$61,684.82		\$496.40						\$615.27		\$1,140.46
01/26/2007	Interest Paid By Borrower	\$61,684.82							\$765.36	(\$150.09)		\$1,905.82
01/31/2007	Interest and Service Fee (1/1 - 1/31)	\$61,684.82					\$671.15	\$51.40		\$469.65		\$1,905.82
TOTALS:			\$38,315.18	\$38,315.18	\$0.00	\$0.00	\$17,240.92	\$968.45	\$15,802.82	\$469.65	\$13,897.00	\$1,905.82

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